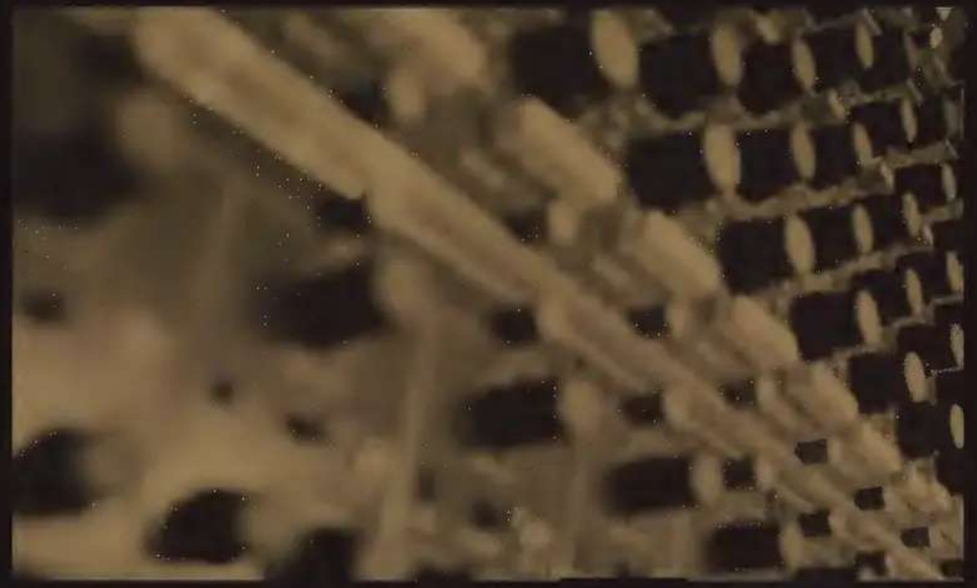

[LINKIN PARK] METEORA

01. FOREWORD
02. DON'T STAY
03. SOMEWHERE I BELONG
04. LYING FROM YOU
05. HIT THE FLOOR
06. EASIER TO RUN
07. FAINT
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09. BREAKING THE HABIT
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12. SESSION
13. NUMB

PRODUCED BY DON GILMORE & LINKIN PARK
MIXED BY ANDY WALLACE

linkinpark.com
warnerbrosrecords.com

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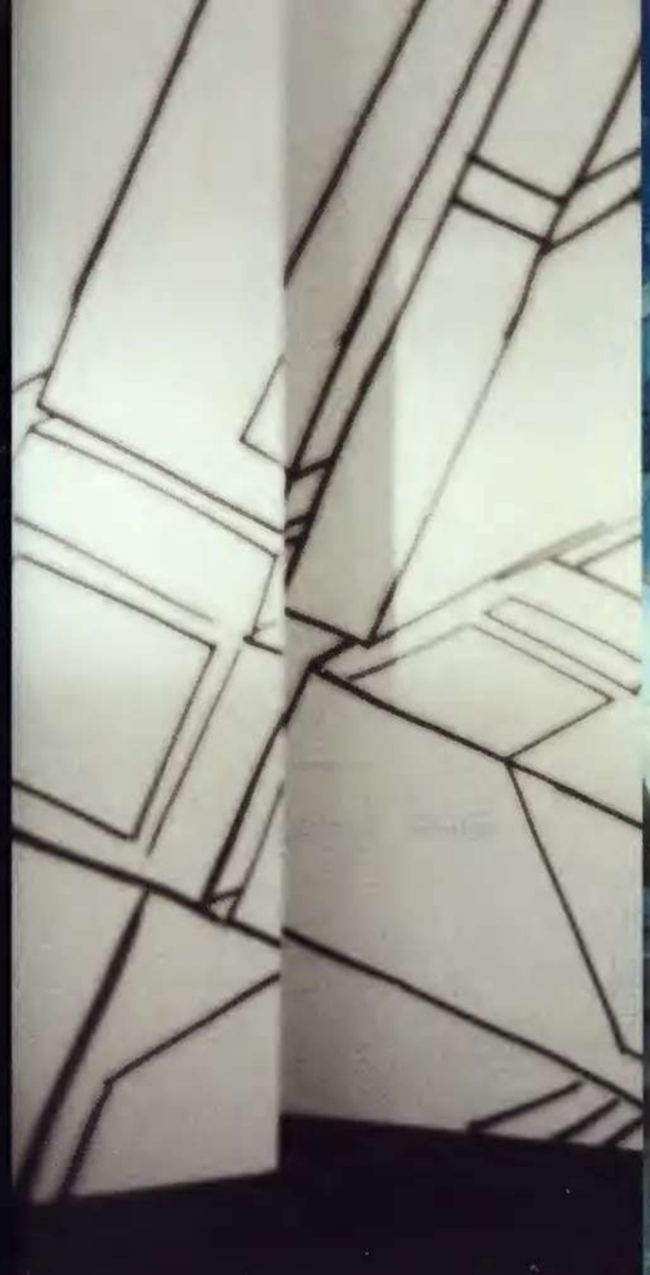
MACHINE SHOP RECORDING

FIRST OF ALL, THANK YOU FOR SUPPORTING ***METEORA****. WE FEEL VERY FORTUNATE TO HAVE WHAT WE THINK ARE THE BEST FANS IN THE WORLD. SECOND, THE ENHANCED CD YOU ARE HOLDING CONTAINS MORE THAN JUST AUDIO. ON IT YOU WILL ALSO FIND AN E-MAIL SIGNUP SECTION, A NEW SCREENSAVER, A WEBSITE TOOLKIT, AND WEBLINKS TO LINKINPARK.COM, LPUNDERGROUND.COM, AND WARNERBROSRECORDS.COM. THERE IS ALSO AN INTRODUCTION TO THE LPUNDERGROUND AS WELL AS A LINK FOR EXCLUSIVE LPU MERCHANDISE. IN ADDITION, WE HAVE INCLUDED A 17-MINUTE FILM DOCUMENTING THE "ART OF METEORA," A PIECE THAT SHOWS HOW THE ART FOR THE ALBUM WAS MADE. LAST, BUT CERTAINLY NOT LEAST, WE HAVE INCLUDED DIRECT ACCESS TO THE VIDEO FOR THE TRACK, "SOMEWHERE I BELONG." ONCE AGAIN, THANK YOU, WE HOPE YOU ENJOY THE ENHANCED PORTION OF THE CD.*

01. FOREWORD 00:13

NOTES: *THIS ALBUM WAS WRITTEN IN FOUR PLACES IN THE PAST YEAR AND A HALF: IN THE BAND'S TOUR BUS, AT MIKE'S HOUSE, AT NRG STUDIOS, CA, AND AT SOUNDTRACK STUDIOS, NY. THIS INTRO WAS RECORDED AT MIKE'S HOUSE, AFTER THE REST OF THE ALBUM WAS FINISHED.*



02. DON'T STAY 03:07

SOMETIMES I
NEED TO REMEMBER JUST TO BREATHE
SOMETIMES I
NEED YOU TO STAY AWAY FROM ME
SOMETIMES I'M
IN DISBELIEF I DIDN'T KNOW
SOMEHOW I
NEED YOU TO GO

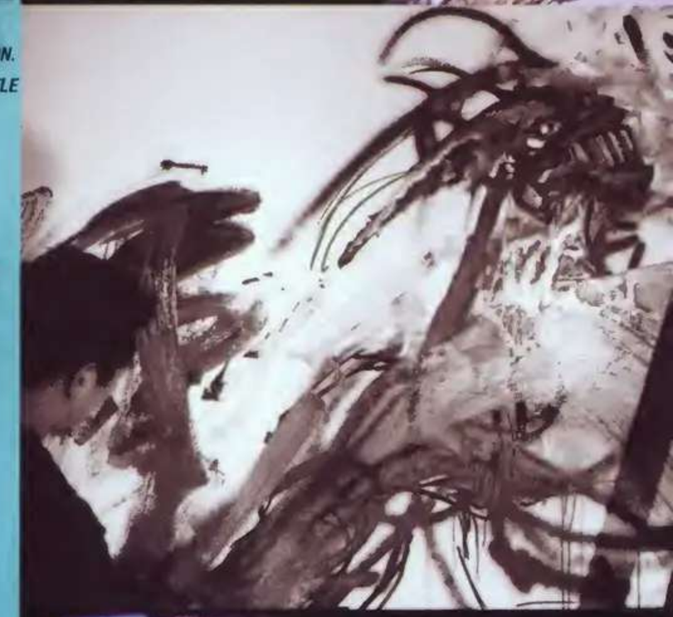
SOMETIMES I
FEEL LIKE I TRUSTED YOU TOO WELL
SOMETIMES I
JUST FEEL LIKE SCREAMING AT MYSELF
SOMETIMES I'M
IN DISBELIEF I DIDN'T KNOW
SOMEHOW I
NEED TO BE ALONE

DON'T STAY
FORGET OUR MEMORIES
FORGET OUR POSSIBILITIES
WHAT YOU WERE CHANGING ME INTO
[JUST GIVE ME MYSELF BACK AND]
DON'T STAY
FORGET OUR MEMORIES
FORGET OUR POSSIBILITIES
TAKE ALL YOUR FAITHLESSNESS WITH YOU
[JUST GIVE ME MYSELF BACK AND]
DON'T STAY

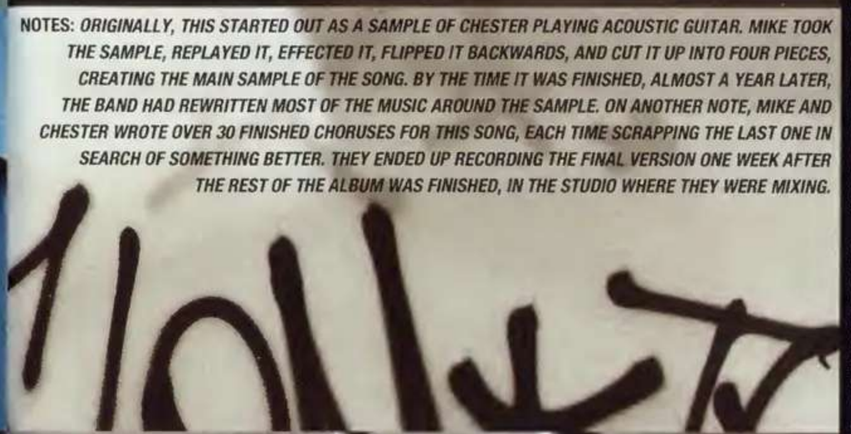
I DON'T NEED YOU ANYMORE
I DON'T WANT TO BE IGNORED
I DON'T NEED ONE MORE DAY
OF YOU WASTING ME AWAY

WITH NO APOLOGIES

NOTES: *MIKE AND BRAD'S ORIGINAL GUITAR PARTS FOR THIS SONG HAD A REGGAE-STYLE VIBE. AFTER NUMEROUS TRANSFORMATIONS (PROBABLY FIVE OR SIX DIFFERENT GUITAR VARIATIONS), BRAD DEVELOPED THE FINAL RECORDED VERSION. UNDER THE WORKING TITLE "SICK," THIS SONG WAS ONE OF THE FIRST TRACKS FINISHED FOR THIS ALBUM...NOTABLY, JOE RECORDED THE OPENING SCRATCH SOLO ON THE FIRST TAKE.*



NOTES: *ORIGINALLY, THIS STARTED OUT AS A SAMPLE OF CHESTER PLAYING ACOUSTIC GUITAR. MIKE TOOK THE SAMPLE, REPLAYED IT, EFFECTED IT, FLIPPED IT BACKWARDS, AND CUT IT UP INTO FOUR PIECES, CREATING THE MAIN SAMPLE OF THE SONG. BY THE TIME IT WAS FINISHED, ALMOST A YEAR LATER, THE BAND HAD REWRITTEN MOST OF THE MUSIC AROUND THE SAMPLE. ON ANOTHER NOTE, MIKE AND CHESTER WROTE OVER 30 FINISHED CHORUSES FOR THIS SONG, EACH TIME SCRAPPING THE LAST ONE IN SEARCH OF SOMETHING BETTER. THEY ENDED UP RECORDING THE FINAL VERSION ONE WEEK AFTER THE REST OF THE ALBUM WAS FINISHED, IN THE STUDIO WHERE THEY WERE MIXING.*



03. SOMEWHERE I BELONG 03:33

WHEN THIS BEGAN
I HAD NOTHING TO SAY
AND I'D GET LOST IN THE NOTHINGNESS INSIDE OF ME
I WAS CONFUSED
AND I LET IT ALL OUT TO FIND /THAT I'M
NOT THE ONLY PERSON WITH THESE THINGS IN MIND
INSIDE OF ME
BUT ALL THE VACANCY THE WORDS REVEALED
IS THE ONLY REAL THING THAT I'VE GOT LEFT TO FEEL
NOTHING TO LOSE
JUST STUCK/HOLLOW AND ALONE
AND THE FAULT IS MY OWN
AND THE FAULT IS MY OWN

I WANT TO HEAL
I WANT TO FEEL
WHAT I THOUGHT WAS NEVER REAL
I WANT TO LET GO OF THE PAIN I'VE HELD SO LONG
[ERASE ALL THE PAIN 'TIL IT'S GONE]
IT'S GONE]
I WANT TO HEAL
I WANT TO FEEL
LIKE I'M CLOSE TO SOMETHING REAL
I WANT TO FIND SOMETHING I'VE WANTED ALL ALONG
SOMEWHERE I BELONG

AND I'VE GOT NOTHING TO SAY
I CAN'T BELIEVE I DIDN'T FALL RIGHT DOWN ON MY FACE
I WAS CONFUSED
LOOKING EVERYWHERE/ONLY TO FIND THAT IT'S
NOT THE WAY I HAD IMAGINED IT ALL IN MY MIND
SO WHAT AM I
WHAT DO I HAVE BUT NEGATIVITY
'CAUSE I CAN'T JUSTIFY THE
WAY EVERYONE IS LOOKING AT ME
NOTHING TO LOSE
NOTHING TO GAIN/HOLLOW AND ALONE
AND THE FAULT IS MY OWN
THE FAULT IS MY OWN

I WILL NEVER KNOW
MYSELF UNTIL I DO THIS ON MY OWN
AND I WILL NEVER FEEL
ANYTHING ELSE UNTIL MY WOUNDS ARE HEALED
I WILL NEVER BE
ANYTHING 'TIL I BREAK AWAY FROM ME
AND I WILL BREAK AWAY
I'LL FIND MYSELF TODAY

I WANT TO HEAL
I WANT TO FEEL LIKE I'M
SOMEWHERE I BELONG

04. LYING FROM YOU 02:55

WHEN I PRETEND
EVERYTHING IS WHAT I WANT IT TO BE
I LOOK EXACTLY LIKE WHAT YOU HAD ALWAYS
WANTED TO SEE
WHEN I PRETEND
I CAN FORGET ABOUT THE CRIMINAL I AM
STEALING SECOND AFTER SECOND JUST 'CAUSE
I KNOW I CAN/BUT
I CAN'T PRETEND THIS IS THE WAY
IT WILL STAY/I'M JUST
TRYING TO BEND THE TRUTH
I CAN'T PRETEND I'M WHO YOU WANT ME TO BE
SO I'M

LYING MY WAY FROM YOU

[NO/NO TURNING BACK NOW]
I WANNA BE PUSHED ASIDE
SO LET ME GO
[NO/NO TURNING BACK NOW]
LET ME TAKE BACK MY LIFE
I'D RATHER BE ALL ALONE
[NO TURNING BACK NOW]
ANYWHERE ON MY OWN
'CAUSE I CAN SEE
[NO/NO TURNING BACK NOW]
THE VERY WORST PART OF YOU
IS ME

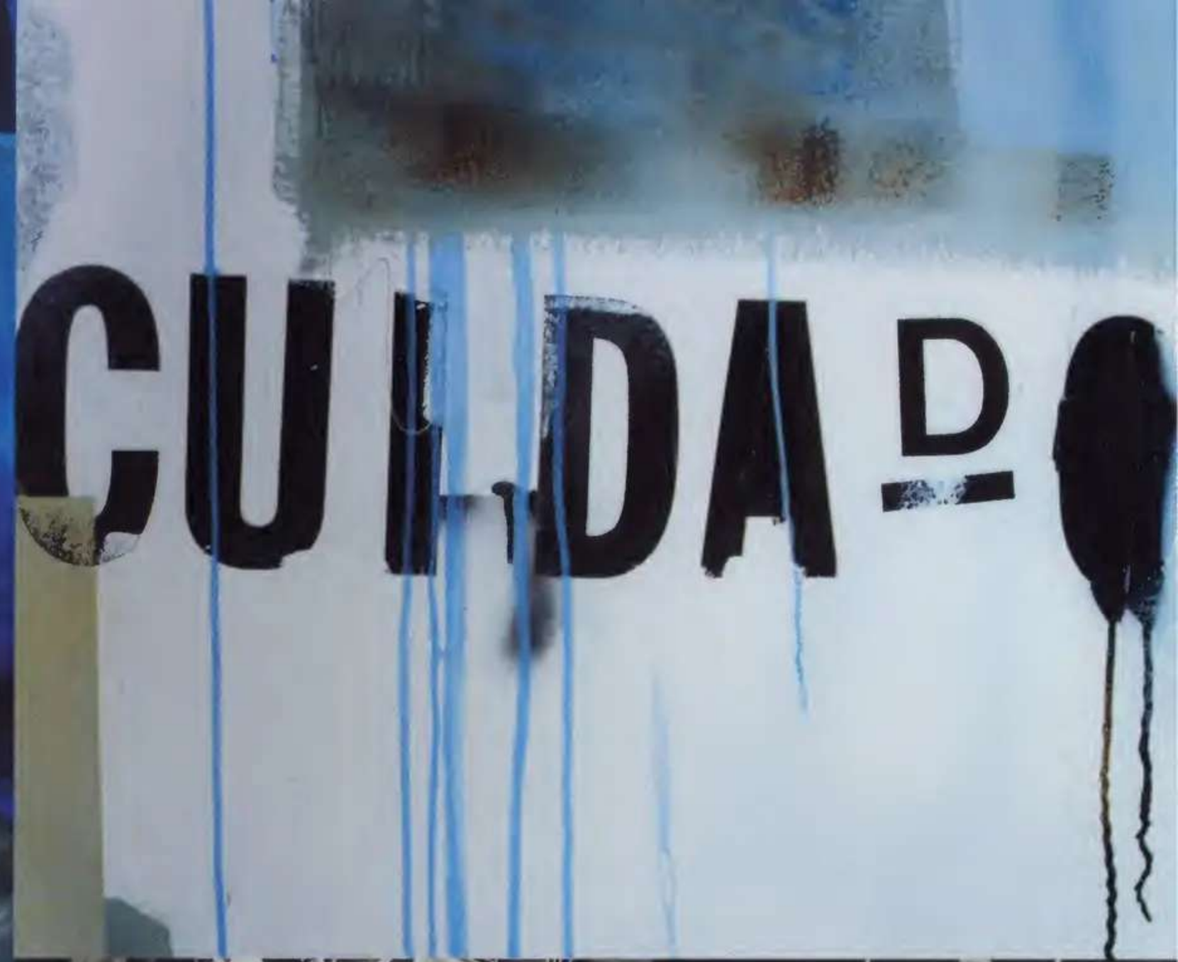
I REMEMBER WHAT THEY TAUGHT TO ME
REMEMBER CONDESCENDING TALK
OF WHO I OUGHT TO BE
REMEMBER LISTENING TO ALL OF THAT
AND THIS AGAIN
SO I PRETENDED UP A PERSON WHO WAS FITTING IN
AND NOW YOU THINK THIS PERSON
REALLY IS ME AND I'M
[TRYING TO BEND THE TRUTH]
BUT THE MORE I PUSH
THE MORE I'M PULLING AWAY
'CAUSE I'M

LYING MY WAY FROM YOU

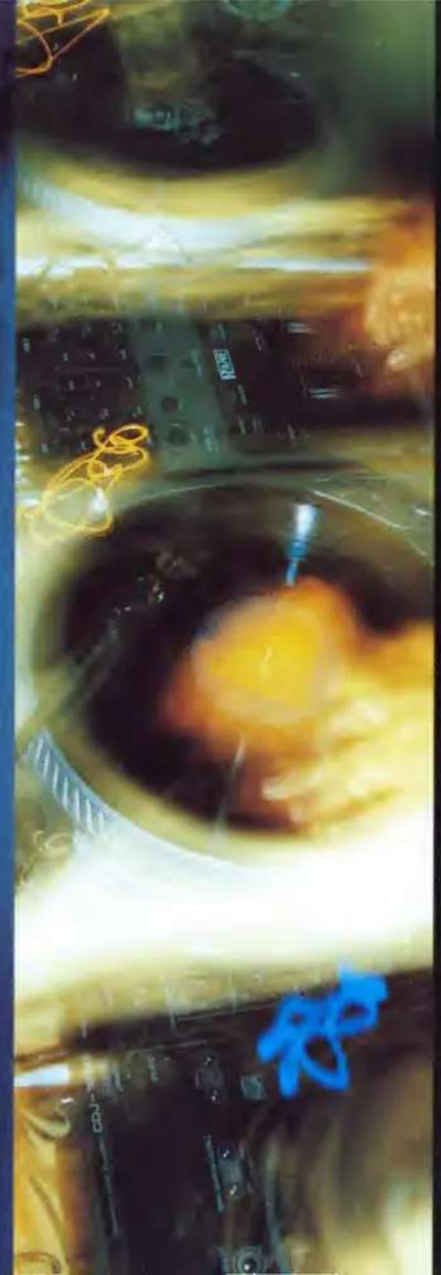
THIS ISN'T WHAT I WANTED TO BE
I NEVER THOUGHT THAT WHAT I SAID
WOULD HAVE YOU RUNNING FROM ME
LIKE THIS

THE VERY WORST PART OF YOU
THE VERY WORST PART OF YOU
IS ME

NOTES: *MIKE AND JOE'S STUDIO EQUIPMENT WAS INSTALLED IN THE BACK OF A TOUR BUS DURING THE SUMMER OF 2001, AND THEY PUT IT TO GOOD USE. MIKE CAME UP WITH THE INTRO SAMPLE AND CHORUS MUSIC FOR THIS SONG DURING AN OVERNIGHT BUS DRIVE DURING OZZFEST (TRYING TO RECORD GUITAR IN A MOVING BUS CAN BE VERY SLOPPY). BUT MONTHS LATER, IN THE STUDIO AT NRG, EVERYTHING GOT CLEANED UP, REPLAYED, AND PUT TOGETHER RIGHT.*



NOTES: *THE BAND WANTED TO MAKE A HEAVY SONG WITH A HIP HOP BOUNCE - THIS IS WHAT CAME OUT. MIKE AND CHESTER TRIED NUMEROUS SINGING-STYLE CHORUSES, BUT WHEN CHESTER BROUGHT THE SCREAMING HOOK INTO THE STUDIO, EVERYONE KNEW IT WAS GOING TO WORK. THE HARDEST WORK IN CREATING THIS SONG WAS IN THE MINOR DETAILS. TIGHTENING THE LYRICS AND CAPTURING THE PERFORMANCES TOOK DAYS TO FINISH.*



05. HIT THE FLOOR 02:44

THERE ARE JUST TOO MANY
TIMES THAT PEOPLE
HAVE TRIED TO LOOK INSIDE OF ME
WONDERING WHAT I THINK OF YOU
AND I PROTECT YOU OUT OF COURTESY
TOO MANY TIMES THAT I'VE
HELD ON WHEN I NEEDED TO PUSH AWAY
AFRAID TO SAY WHAT WAS ON MY MIND
AFRAID TO SAY WHAT I NEED TO SAY
TOO MANY
THINGS THAT YOU'VE SAID ABOUT ME
WHEN I'M NOT AROUND
YOU THINK HAVING THE UPPER HAND
MEANS YOU'VE GOT TO KEEP PUTTING ME DOWN
BUT I'VE HAD TOO MANY STAND-OFFS WITH YOU
IT'S ABOUT AS MUCH AS I CAN STAND
JUST WAIT UNTIL THE UPPER HAND
IS MINE

SO MANY PEOPLE LIKE ME
PUT SO MUCH TRUST IN ALL YOUR LIES
SO CONCERNED WITH WHAT YOU THINK
TO JUST SAY WHAT WE FEEL INSIDE
SO MANY PEOPLE LIKE ME
WALK ON EGGSHELLS ALL DAY LONG
ALL I KNOW IS THAT ALL I WANT
IS TO FEEL LIKE I'M NOT STEPPED ON
THERE ARE SO MANY THINGS YOU SAY
THAT MAKE ME FEEL LIKE YOU'VE CROSSED THE LINE
WHAT GOES UP WILL SURELY FALL
AND I'M COUNTING DOWN THE TIME
'CAUSE I'VE HAD SO MANY STAND-OFFS WITH YOU
IT'S ABOUT AS MUCH AS I CAN STAND
SO I'M WAITING UNTIL THE UPPER HAND
IS MINE

ONE MINUTE YOU'RE ON TOP
THE NEXT YOU'RE NOT
WATCH IT DROP
MAKING YOUR HEART STOP
JUST BEFORE YOU HIT THE FLOOR
ONE MINUTE YOU'RE ON TOP
THE NEXT YOU'RE NOT
MISSED YOUR SHOT
MAKING YOUR HEART STOP
YOU THINK YOU WON

AND THEN IT'S ALL GONE

I KNOW I'LL NEVER TRUST A SINGLE THING YOU SAY
YOU KNEW YOUR LIES WOULD DIVIDE US
BUT YOU LIED ANYWAY
AND ALL THE LIES HAVE GOT YOU FLOATING
UP ABOVE US ALL
BUT WHAT GOES UP HAS GOT TO FALL

06. EASIER TO RUN 03:24

IT'S EASIER TO RUN
REPLACING THIS PAIN WITH SOMETHING NUMB
IT'S SO MUCH EASIER TO GO
THAN FACE ALL THIS PAIN HERE ALL ALONE

SOMETHING HAS BEEN TAKEN
FROM DEEP INSIDE OF ME
A SECRET I'VE KEPT LOCKED AWAY
NO ONE CAN EVER SEE
WOUNDS SO DEEP THEY NEVER SHOW
THEY NEVER GO AWAY
LIKE MOVING PICTURES IN MY HEAD
FOR YEARS AND YEARS THEY'VE PLAYED

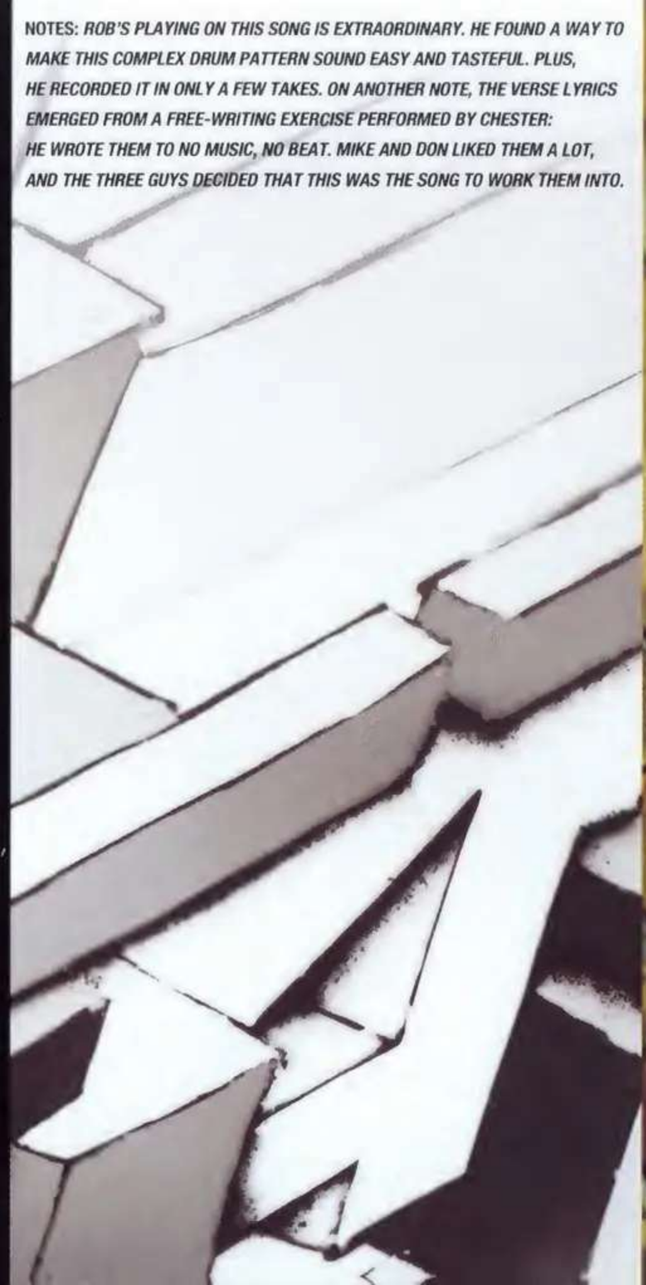
IF I COULD CHANGE I WOULD
TAKE BACK THE PAIN I WOULD
RETRACE EVERY WRONG MOVE THAT I MADE I WOULD
IF I COULD
STAND UP AND TAKE THE BLAME I WOULD
IF I COULD TAKE ALL THE SHAME TO THE GRAVE I
WOULD

SOMETIMES I REMEMBER
THE DARKNESS OF MY PAST
BRINGING BACK THESE MEMORIES
I WISH I DIDN'T HAVE
SOMETIMES I THINK OF LETTING GO
AND NEVER LOOKING BACK
AND NEVER MOVING FORWARD SO
THERE WOULD NEVER BE A PAST

JUST WASHING IT ASIDE
ALL OF THE HELPLESSNESS INSIDE
PRETENDING I DON'T FEEL MISPLACED
IS SO MUCH SIMPLER THAN CHANGE

IT'S EASIER TO RUN
REPLACING THIS PAIN WITH SOMETHING NUMB
IT'S SO MUCH EASIER TO GO
THAN FACE ALL THIS PAIN HERE ALL ALONE

NOTES: *ROB'S PLAYING ON THIS SONG IS EXTRAORDINARY. HE FOUND A WAY TO MAKE THIS COMPLEX DRUM PATTERN SOUND EASY AND TASTEFUL. PLUS, HE RECORDED IT IN ONLY A FEW TAKES. ON ANOTHER NOTE, THE VERSE LYRICS EMERGED FROM A FREE-WRITING EXERCISE PERFORMED BY CHESTER: HE WROTE THEM TO NO MUSIC, NO BEAT. MIKE AND DON LIKED THEM A LOT, AND THE THREE GUYS DECIDED THAT THIS WAS THE SONG TO WORK THEM INTO.*



NOTES: *BRAD CAME INTO THE STUDIO BUS, WHERE MIKE WAS WORKING, TO RECORD A NEW IDEA. BRAD RECORDED SCRATCH GUITAR TRACKS FOR "FAINT" OVER A CLICK TRACK (NO DRUMS, NO MUSIC), EXPECTING THE TEMPO TO BE ABOUT 70 BPM (BEATS-PER-MINUTE). HE RETURNED TO THE BUS A COUPLE OF DAYS LATER, AND MIKE HAD PUT TOGETHER THE BEAT AT 135 BPM - ALMOST TWICE AS FAST. AFTER CAREFUL DELIBERATION, BRAD AND MIKE DECIDED THE FASTER BEAT WAS MORE FUN.*

07. FAINT 02:42

I AM
LITTLE BIT OF LONELINESS
A LITTLE BIT OF DISREGARD
A HANDFUL OF COMPLAINTS
BUT I CAN'T HELP THE FACT
THAT EVERYONE CAN SEE THESE SCARS
I AM
WHAT I WANT YOU TO WANT
WHAT I WANT YOU TO FEEL
BUT IT'S LIKE
NO MATTER WHAT I DO
I CAN'T CONVINCE YOU
TO JUST BELIEVE THIS IS REAL
SO I LET GO
WATCHING YOU
TURN YOUR BACK LIKE YOU ALWAYS DO
FACE AWAY AND PRETEND THAT I'M NOT
BUT I'LL BE HERE
'CAUSE YOU'RE ALL I GOT

I AM
A LITTLE BIT INSECURE
A LITTLE UNCONFIDENT
'CAUSE YOU DON'T UNDERSTAND
I DO WHAT I CAN
BUT SOMETIMES I DON'T MAKE SENSE
I AM
WHAT YOU NEVER WANT TO SAY
BUT I'VE NEVER HAD A DOUBT
IT'S LIKE NO MATTER WHAT I DO
I CAN'T CONVINCE YOU
FOR ONCE JUST TO HEAR ME OUT
SO I LET GO
WATCHING YOU
TURN YOUR BACK LIKE YOU ALWAYS DO
FACE AWAY AND PRETEND THAT I'M NOT
BUT I'LL BE HERE
'CAUSE YOU'RE ALL I GOT

I CAN'T FEEL
THE WAY I DID BEFORE
DON'T TURN YOUR BACK ON ME
I WON'T BE IGNORED
TIME WON'T HEAL
THIS DAMAGE ANYMORE
DON'T TURN YOUR BACK ON ME
I WON'T BE IGNORED

NO
HEAR ME OUT NOW
YOU'RE GONNA LISTEN TO ME
LIKE IT OR NOT
RIGHT NOW

08. FIGURE.09 03:17

NOTHING EVER STOPS ALL THESE THOUGHTS
AND THE PAIN ATTACHED TO THEM
SOMETIMES I WONDER WHY THIS IS HAPPENING
IT'S LIKE NOTHING I CAN DO
WILL DISTRACT ME WHEN
I THINK OF HOW I SHOT MYSELF IN THE BACK AGAIN
'CAUSE FROM THE INFINITE WORDS I COULD SAY /I
PUT ALL THE PAIN YOU GAVE TO ME ON
DISPLAY/BUT DIDN'T
REALIZE/INSTEAD OF SETTING IT FREE/I
TOOK WHAT I HATED AND MADE IT A PART OF ME

[IT NEVER GOES AWAY]

HEARING YOUR NAME/THE MEMORIES
COME BACK AGAIN
I REMEMBER WHEN IT STARTED HAPPENING
I'D SEE YOU IN EVERY THOUGHT I HAD AND THEN
THE THOUGHTS SLOWLY FOUND WORDS
ATTACHED TO THEM
AND I KNEW AS THEY ESCAPED AWAY I WAS
COMMITTING MYSELF TO THEM/AND EVERY DAY I
REGRET SAYING THOSE THINGS/'CAUSE NOW
I SEE /THAT I
TOOK WHAT I HATED AND MADE IT A PART OF ME

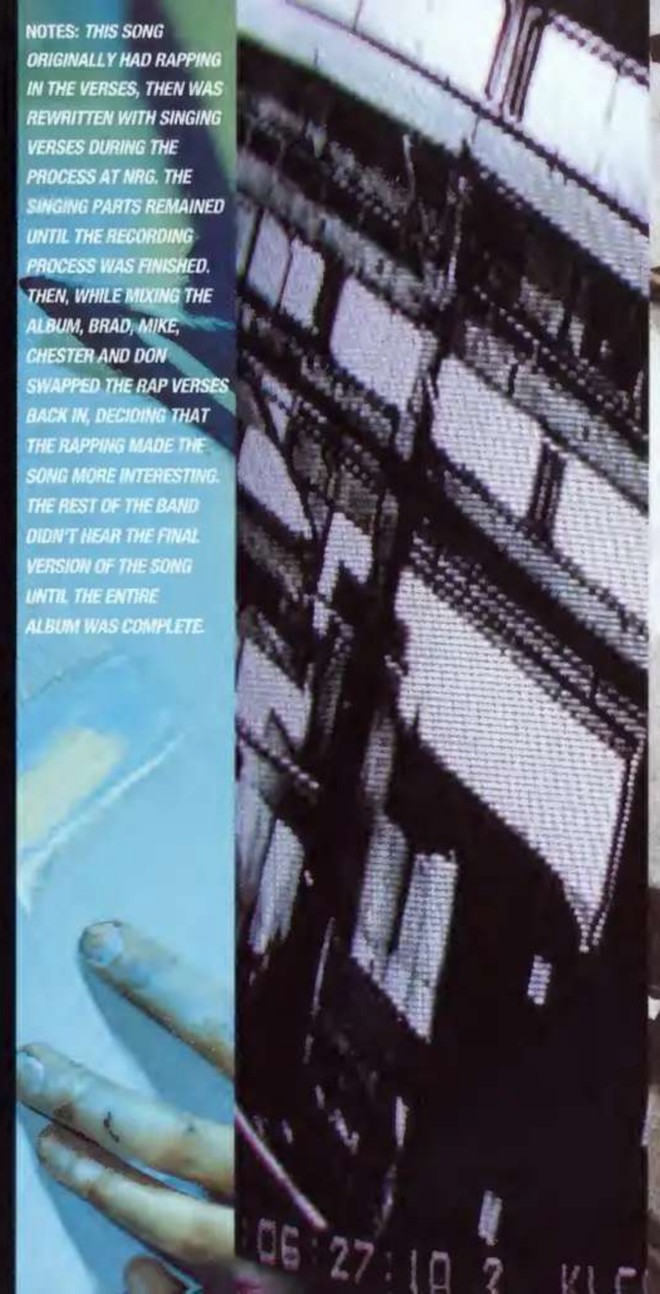
[IT NEVER GOES AWAY]

AND NOW
YOU'VE BECOME A PART OF ME
YOU'LL ALWAYS BE RIGHT HERE
YOU'VE BECOME A PART OF ME
YOU'LL ALWAYS BE MY FEAR
I CAN'T SEPARATE MYSELF FROM
WHAT I'VE DONE
I'VE GIVEN UP A PART OF ME
I'VE LET MYSELF BECOME YOU

GET AWAY FROM
ME
GIMME MY SPACE BACK/YOU GOTTA JUST
GO
EVERYTHING COMES DOWN TO MEMORIES OF
YOU
I'VE KEPT IT IN BUT NOW I'M LETTING YOU
KNOW
I'VE LET YOU GO
GET AWAY FROM ME

I'VE LET MYSELF BECOME YOU
I'VE LET MYSELF BECOME LOST INSIDE THESE
THOUGHTS OF YOU
GIVING UP A PART OF ME
I'VE LET MYSELF BECOME YOU

NOTES: *THIS SONG ORIGINALLY HAD RAPPING IN THE VERSES, THEN WAS REWRITTEN WITH SINGING VERSES DURING THE PROCESS AT NRG. THE SINGING PARTS REMAINED UNTIL THE RECORDING PROCESS WAS FINISHED. THEN, WHILE MIXING THE ALBUM, BRAD, MIKE, CHESTER AND DON SWAPPED THE RAP VERSES BACK IN, DECIDING THAT THE RAPPING MADE THE SONG MORE INTERESTING. THE REST OF THE BAND DIDN'T HEAR THE FINAL VERSION OF THE SONG UNTIL THE ENTIRE ALBUM WAS COMPLETE.*



NOTES: *MIKE HAD BEEN TRYING TO WRITE A SONG AROUND THIS LYRICAL IDEA FOR OVER FIVE YEARS. HE TRIED THIS THEME A NUMBER OF TIMES, BUT NOTHING SEEMED TO DO THE SONG JUSTICE. MEANWHILE, DURING THE PROCESS OF PUTTING TOGETHER THIS ALBUM, MIKE BEGAN WORKING ON AN INTERLUDE, CROSSING A DIGITALLY MANIPULATED BEAT WITH STRINGS AND PIANO. UNEXPECTEDLY, BRAD AND JOE SUGGESTED THAT MIKE TURN THE TWO-MINUTE INTERLUDE INTO A FULL SONG. TENTATIVELY TITLED "DRAWING," THE PIECE WAS EXTENDED TO THREE MINUTES AND 16 SECONDS WHEN MIKE TOOK IT HOME TO WRITE LYRICS. IN LESS THAN TWO HOURS, THE LYRICS THAT HE HAD BEEN TRYING TO PUT TOGETHER FOR YEARS FELL INTO PLACE. WITH SOME FINISHING TOUCHES, LIVE PIANO AND LIVE STRINGS, THE SONG WAS FINALLY COMPLETE - SIX YEARS IN THE MAKING.*

09. BREAKING THE HABIT 03:16

MEMORIES CONSUME
LIKE OPENING THE WOUND
I'M PICKING ME APART AGAIN
YOU ALL ASSUME
I'M SAFE HERE IN MY ROOM
[UNLESS I TRY TO START AGAIN]

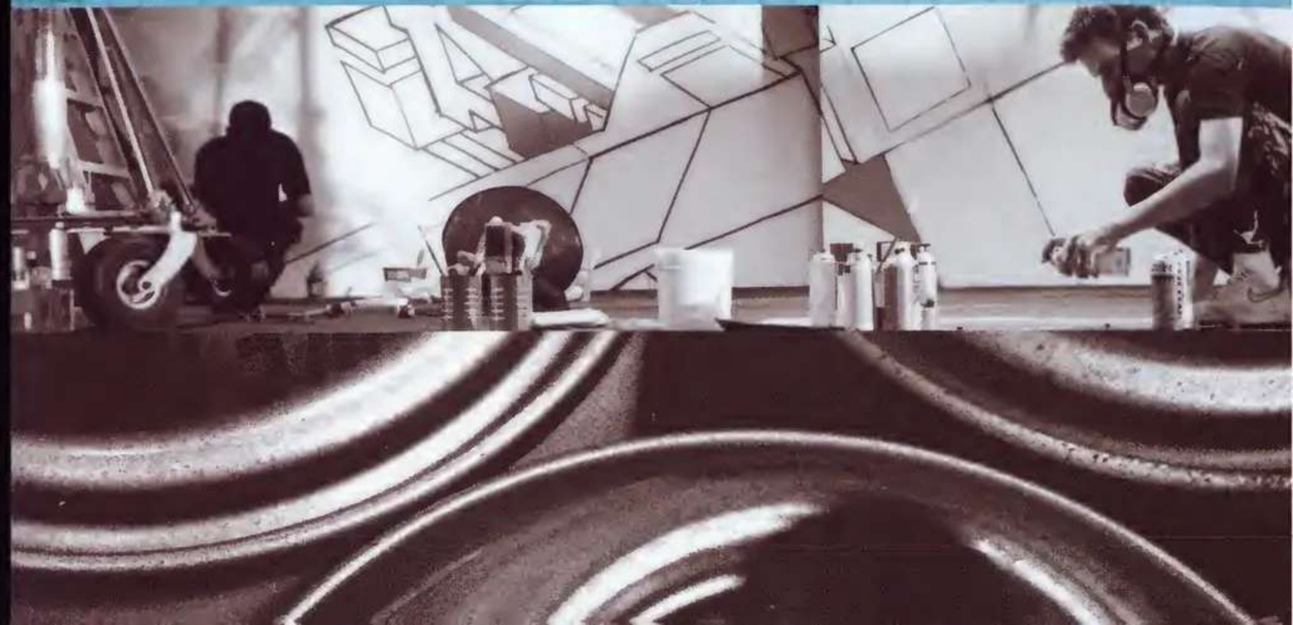
I DON'T WANT TO BE THE ONE
THE BATTLES ALWAYS CHOOSE
'CAUSE INSIDE I REALIZE
THAT I'M THE ONE CONFUSED

I DON'T KNOW WHAT'S WORTH FIGHTING FOR
OR WHY I HAVE TO SCREAM
I DON'T KNOW WHY I INSTIGATE
AND SAY WHAT I DON'T MEAN
I DON'T KNOW HOW I GOT THIS WAY
I KNOW IT'S NOT ALRIGHT
SO I'M
BREAKING THE HABIT
TONIGHT

CLUTCHING MY CURE
I TIGHTLY LOCK THE DOOR
I TRY TO CATCH MY BREATH AGAIN
I HURT MUCH MORE
THAN ANYTIME BEFORE
I HAD NO OPTIONS LEFT AGAIN

I'LL PAINT IT ON THE WALLS
'CAUSE I'M THE ONE AT FAULT
I'LL NEVER FIGHT AGAIN
AND THIS IS HOW IT ENDS

I DON'T KNOW WHAT'S WORTH FIGHTING FOR
OR WHY I HAVE TO SCREAM
BUT NOW I HAVE SOME CLARITY
TO SHOW YOU WHAT I MEAN
I DON'T KNOW HOW I GOT THIS WAY
I'LL NEVER BE ALRIGHT
SO I'M
BREAKING THE HABIT
BREAKING THE HABIT
TONIGHT



10. FROM THE INSIDE 02:53

DON'T KNOW WHO TO TRUST
NO SURPRISE
EVERYONE FEELS SO FAR AWAY FROM ME
HEAVY THOUGHTS SIFT THROUGH DUST
AND THE LIES

TRYING NOT TO BREAK
BUT I'M SO TIRED OF THIS DECEIT
EVERY TIME I TRY TO MAKE MYSELF
GET BACK UP ON MY FEET
ALL I EVER THINK ABOUT IS THIS
ALL THE TIRING TIME BETWEEN
AND HOW
TRYING TO PUT MY TRUST IN YOU
JUST TAKES SO MUCH OUT OF ME

I TAKE EVERYTHING FROM THE INSIDE
AND THROW IT ALL AWAY
'CAUSE I SWEAR/FOR THE LAST TIME
I WON'T TRUST MYSELF WITH YOU

TENSION IS BUILDING INSIDE
STEADILY
EVERYONE FEELS SO FAR AWAY FROM ME
HEAVY THOUGHTS FORCING THEIR WAY
OUT OF ME

I WON'T TRUST MYSELF WITH YOU
I WON'T WASTE MYSELF ON YOU
WASTE MYSELF ON YOU
YOU

NOTES: *PHOENIX CAME UP WITH THE ORIGINAL GUITAR IDEA FOR THIS SONG WHILE RECORDING WITH MIKE IN THE BACK OF THE TOUR BUS DURING THE SUMMER OF 2002. THE SONG'S 6/8 TIME SIGNATURE CREATED AN OPPORTUNITY TO JUXTAPOSE SEEMINGLY DISPARATE RHYTHMS, MOST APPARENT IN THE VERSES. WHEN IT CAME TIME TO COMPLETE THE SONG, THE BAND RAN INTO A CHALLENGE: CHESTER GOT SICK. UNABLE TO SING DURING HIS LAST WEEK OF SCHEDULED RECORDING, CHESTER WAS FORCED TO FINISH HIS PARTS IN NEW YORK, DURING THE START OF THE MIXING PROCESS. DOWN TO THE WIRE, THE BAND WAS LEFT WITH LITTLE MARGIN FOR ERROR. FORTUNATELY, THIS SONG AND "SOMEWHERE I BELONG" WERE WRITTEN AND RECORDED SUCCESSFULLY ON THE THIRD FLOOR OF SOUNDTRACK STUDIOS, NYC.*

*NOTES: ONE OF THE BAND'S MANY GOALS IN WRITING **METEORA** WAS TO TAKE THEIR SAMPLED SOUNDS TO THE NEXT LEVEL. HOWEVER, IN CREATING MORE INTERESTING SAMPLES, A NEW CHALLENGE AROSE: TO MAKE THE WIDE VARIETY OF SAMPLE-BASED ELEMENTS FEEL LIKE THEY BELONGED TOGETHER. AT FIRST, THIS SONG'S JAPANESE FLUTE LOOP CREATED A MOOD THAT WAS FAR DIFFERENT FROM ANY OTHER SONG ON WHICH THE BAND WAS WORKING, AND MADE THE TRACK FEEL TOO DISTANT FROM THE REST OF THE ALBUM. MIKE AND CHESTER DECIDED THAT THE SINGING VOCALS WOULD HAVE TO SOMEHOW CONNECT THE SONG TO THE REST OF THE RECORDINGS. THE FOLLOWING DAY, CHESTER'S PERFORMANCE GAVE THIS SEEMINGLY INCONGRUENT SONG BALANCE, TRANSFORMING IT INTO AN ESSENTIAL TRACK ON THE ALBUM.*

11. NOBODY'S LISTENING 02:58

PEEP THE STYLE AND THE KIDS CHECKING FOR IT
THE NUMBER ONE QUESTION IS
HOW COULD YOU IGNORE IT
WE DROP RIGHT BACK IN THE CUT
OVER BASEMENT TRACKS
WITH RAPS THAT GOT YOU BACKING THIS UP LIKE
[REWIND THAT]
WE'RE JUST ROLLING WITH THE RHYTHM
RISE FROM THE ASHES OF STYLISTIC DIVISION
WITH THESE NON-STOP LYRICS OF LIFE LIVING
NOT TO BE FORGOTTEN
BUT STILL UNFORGIVEN
BUT IN THE MEANTIME THERE ARE THOSE WHO WANNA
TALK THIS AND THAT/SO I SUPPOSE
IT GETS TO A POINT FEELINGS GOTTA GET HURT
AND GET DIRTY WITH THE PEOPLE SPREADING THE DIRT
[IT GOES]

TRY TO GIVE YOU WARNING
BUT EVERYONE IGNORES ME
[TOLD YOU EVERYTHING LOUD AND CLEAR]
BUT NOBODY'S LISTENING
CALL TO YOU SO CLEARLY
BUT YOU DON'T WANT TO HEAR ME
[TOLD YOU EVERYTHING LOUD AND CLEAR]
BUT NOBODY'S LISTENING

I GOT A
HEART FULL OF PAIN/HEAD FULL OF STRESS
HANDFUL OF ANGER/HELD IN MY CHEST
AND EVERYTHING LEFT IS A WASTE OF TIME
I HATE MY RHYMES
[BUT HATE EVERYONE ELSE'S MORE]
I'M RIDING ON THE BACK OF THIS PRESSURE
GUESSING THAT IT'S BETTER
I CAN'T KEEP MYSELF TOGETHER
BECAUSE ALL OF THIS STRESS
GAVE ME SOMETHING TO WRITE ON
THE PAIN GAVE ME SOMETHING
I COULD SET MY SIGHTS ON
YOU NEVER FORGET THE BLOOD SWEAT AND TEARS
THE UPHILL STRUGGLE OVER YEARS
THE FEAR AND TRASH TALKING
AND THE PEOPLE IT WAS TO
AND THE PEOPLE THAT STARTED IT
JUST LIKE YOU

I GOT A
HEART FULL OF PAIN/HEAD FULL OF STRESS
HANDFUL OF ANGER/HELD IN MY CHEST
UPHILL STRUGGLE/BLOOD, SWEAT AND TEARS
NOTHING TO GAIN/EVERYTHING TO FEAR

[COMING AT YOU]

12. SESSION 02:23

NOTES: *MIKE CREATED THE MAJORITY OF THIS INSTRUMENTAL SONG IN THE BACK OF THE BUS IN PRO TOOLS RECORDING SOFTWARE. IT FELT UNFINISHED FOR OVER A YEAR…UNTIL BRAD, PHOENIX, AND JOE PUT THEIR TOUCHES ON IT WHILE IN THE STUDIO AT NRG. MONTHS LATER, THE BAND AND MIXER ANDY WALLACE ADDED A NEW DYNAMIC TO THE SONG WITH QUICK PANNING ACCENTS IN THE TURNTABLE SOLO, MOST NOTICEABLE WHEN LISTENING IN HEADPHONES.*

13. NUMB 03:05

I'M TIRED OF BEING WHAT YOU WANT ME TO BE
FEELING SO FAITHLESS
LOST UNDER THE SURFACE
I DON'T KNOW WHAT YOU'RE EXPECTING OF ME
PUT UNDER THE PRESSURE
OF WALKING IN YOUR SHOES

[CAUGHT IN THE UNDERTOW/
JUST CAUGHT IN THE UNDERTOW]
EVERY STEP THAT I TAKE IS
ANOTHER MISTAKE TO YOU

I'VE
BECOME SO NUMB
I CAN'T FEEL YOU THERE
BECOME SO TIRED
SO MUCH MORE AWARE
I'M BECOMING THIS
ALL I WANT TO DO
IS BE MORE LIKE ME
AND BE LESS LIKE YOU

CAN'T YOU SEE THAT YOU'RE SMOTHERING ME
HOLDING TOO TIGHTLY
AFRAID TO LOSE CONTROL
'CAUSE EVERYTHING THAT YOU THOUGHT I WOULD BE
HAS FALLEN APART RIGHT IN FRONT OF YOU

[CAUGHT IN THE UNDERTOW/
JUST CAUGHT IN THE UNDERTOW]
EVERY STEP THAT I TAKE IS
ANOTHER MISTAKE TO YOU
[CAUGHT IN THE UNDERTOW/
JUST CAUGHT IN THE UNDERTOW]
AND EVERY SECOND I WASTE
IS MORE THAN I CAN TAKE

BUT I KNOW
I MAY END UP FAILING TOO
BUT I KNOW
YOU WERE JUST LIKE ME
WITH SOMEONE DISAPPOINTED IN YOU

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NOTES: *JUST ONE WEEK BEFORE THE BAND ENTERED NRG STUDIOS TO BEGIN RECORDING, THIS SONG WAS CONCEIVED. BUILT AROUND THE INTRO HOOK, THE SONG CAME TOGETHER QUICKLY AND ALMOST EFFORTLESSLY.*

LINKIN PARK THANKS:
ROB MCDERMOTT, RYAN SAULLO, NOAH EDELMAN, RYAN DEMARTI, ANDY GOULD, JEFF KWATINETZ AND EVERYONE AT THE FIRM, DANNY HAYES, MAE HO, EVERYONE AT DAVIS, SHAPIRO, LEWITT, MONTONE AND HAYES, MICHAEL OPPENHEIM, JONATHAN SCHWARTZ, MONICA CISEK, KAREN ELLISON, AND EVERYONE AT GSO, MICHAEL ARFIN, BRIAN MECHLOWICZ AND EVERYONE AT ARTIST GROUP INTERNATIONAL.

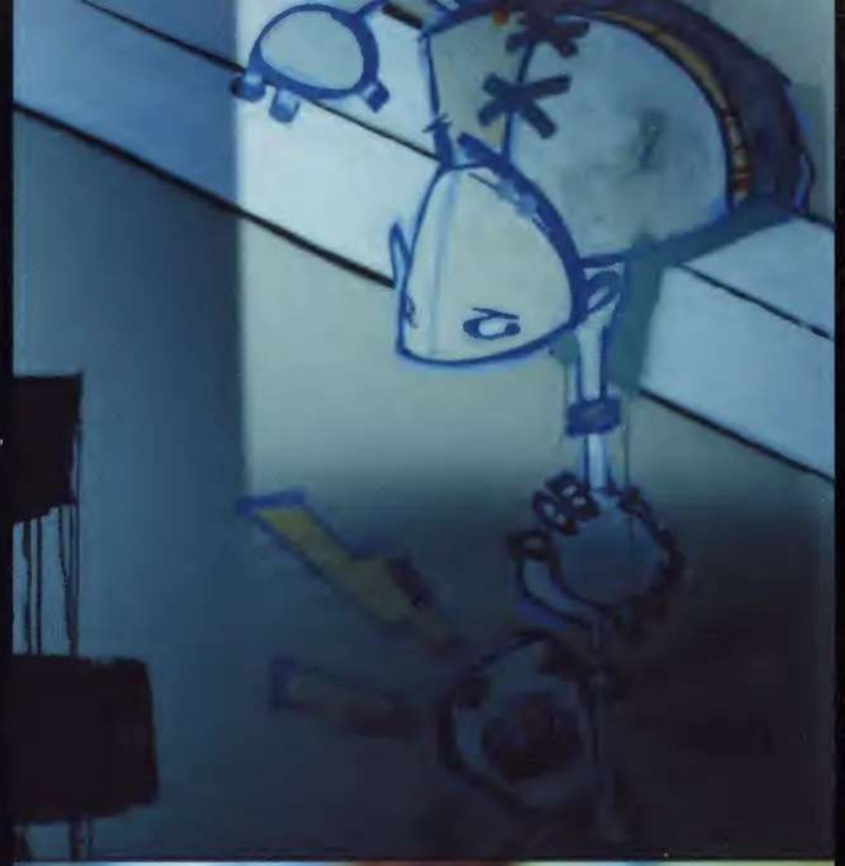
TOM WHALLEY, ROGER AMES, KEVIN SAKODA, PETER STANDISH, MIKE RITTBERG, ROB GOLDKLANG, JOHN BOULOS, TOM BIERY, STEVE MARGO, KAREN MOSS, DIARMUID QUINN, JENNIFER BIRD, MICHAEL NANCE, SUSAN LEON, DAMU MTUME, JEFF AYEROFF, DEVIN SARNO, DAVID MAY, TOM ROBERTS, EMY MACEK, MARNY CAMERON, KATHY MALLOY, FLAVIUS COVRIG, CHIP MCLEAN, CHRISTY SWINTEK, MARCIE POGUE, LISA ALLEN, DAN ROSE, MARCOS LOPEZ AND EVERYONE ELSE AT WARNER BROS. RECORDS.

FLEM AKA FRANK MADDOCKS, CLAY MCBRIDE, JAMES MINCHIN III, BRIAN GARDNER, DAVID BENVENISTE, MARK WAKEFIELD, TODD, CLARK, AND EVERYONE AT STREETWISE, RICHARD BLACKSTONE AND EVERYONE AT ZOMBA MUSIC PUBLISHING, NAVEEN JAIN AND THE SPARKART CREW, SCOTT KOZIOL, JOHN AND THE CREW AT BACKSIDE, PC AT BET, NATHAN "KARMA" COX, NICOLE BALIN, CHRIS "007" BARNETT, LORRIE BOULA, SEAN C., PETER KANG, XL AND THE JOKER FAMILY, BILL BERG-HILLINGER, BURT BERMAN, JENNIFER HAWKS, JULIA ROBERTSON, DEB BERNARDINI, ALAN BROWN, MATT CALTABIANO, PATRICK TATAPOULOS, RADIUM, VILLIANS, RANSOM COMFORT AT GUITAR CENTER, NOEL AT WEST L.A. MUSIC, TROY AT WESTLAKE AUDIO, ED MONSES.

DON GILMORE, JOHN EWING, FOX PHELPS, JAY BAUMGARTNER, KELLY GARVER, NATALIE CUMMING, ETC. AND ENTIRE NRG CREW

ANDY WALLACE, STEVE SISCO, CHRIS RICH, JEFF THOMPSON, AND ENTIRE SOUNDTRACK STUDIOS CREW

GEORGE HUNDLEBY, BRUCE THOMPSON, JAYMES PARR, OSCAR RODRIGUEZ, CHRIS YOUNG AND ENTIRE SPI CREW.



LINKIN PARK THANKS CONTINUED:
BOB DALLAS, CHRIS GRATTON, JIM DIGBY, JEFF MAUSS, LEE ROSENBLATT, GARY MCLEAN, BRAD DIVENS, ROGER PIGMAN, JUNIOR, SCOTTY WARD, ETHEN MERFY, JOHN POPOWITZ, STEFANO DI BENEDETTO, GREG HOWARD, SKIP, JAKE, SWEENEY, JOEL HENDRICKS, MATT STEKETEE, CHRIS WALKER, RATT SOUND, DELICATE PRODUCTIONS AND ALL OF OUR PROJEKT REVOLUTION TOURING CREW.

JOSH ABRAHAM, ACEYALONE, ADEMA, THE ALCHEMIST, THE APEX THEORY, BACKYARD BANGERS, THE BEATNUTS, BRAND NUBIANS, CHALI 2NA AND JURASSIC 5, C-MINUS, CRAZY TOWN, THE CRYSTAL METHOD, CYPRESS HILL, DEFTONES, DEADSY, DILATED PEOPLES, DISTURBED, DJ CHEAPSHOT AND JUBACCA, DJ CROOK, DJ Z-TRIP, 8-UP, GIRL SCOUTS, (HED)PE, JONAH MATRANGA (ONELINEDRAWING), KORN, KOTTONMOUTH KINGS, KUTMASTA KURT, MOTION MAN, MARILYN MANSON, MEGAHERTZ, MUDVAYNE, NO ONE, ORGY, PHOENIX ORION, THE OSBOURNES, PAPA ROACH, MICKEY PETRALIA AND MIKE FITZPATRICK, PHAROAHE MONCH, P.O.D., PRINCE PAUL AND NEWKIRK, PROJECT 86, PROOF & D12, PUDDLE OF MUDD, PULSE ULTRA, RASCO AND PLANET ASIA, REACH, REEF, REHAB, RIFF RAFF, THE ROOTS, RYU, SIMPLISTIC, STAIND, STATIC-X, STONE TEMPLE PILOTS, STYLES OF BEYOND, SYSTEM OF A DOWN, TAPROOT, TIMBALAND, T-RAY, TRICKY, VISIONARIES, X-ECUTIONERS, XZIBIT.

JESSICA BARDAS, THE LP UNDERGROUND AND THE LINKIN PARK STREET TEAM.

EXTRA SPECIAL THANKS TO THE LINKIN PARK STREET SOLDIERS EVERYWHERE - WE WOULDN'T BE WHERE WE ARE IF IT WEREN'T FOR YOUR DEDICATION.

LINKIN PARK USES: PRO TOOLS, DIGIDESIGN, KORG, D'ADDARIO STRINGS, WAVES, LINE 6, ANTARES, STEINBERG, FOCUSRITE, AUDIO TECHNICA, PAUL REED SMITH, IBANEZ, HAMER, MESA BOOGIE, AKAI, VESTAX, AMPEG, ERNIE BALL MUSIC MAN BASSES, DEAN MARKLEY BASS STRINGS, DOD, ZILDJIAN, GRETSCH, VATER, REMO, RANE, MACKIE, BALDWIN PIANOS, GIBRALTAR.

PRODUCED BY DON GILMORE & LINKIN PARK

RECORDED BY DON GILMORE
ENGINEER: JOHN EWING, JR.
ASSISTANT ENGINEER: FOX PHELPS
RECORDED AT NRG STUDIOS, NORTH HOLLYWOOD, CA
MIXED BY ANDY WALLACE
MIXED AT SOUNDTRACK STUDIOS, NEW YORK CITY, NY
ASSISTED BY STEVE SISCO
MASTERED BY BRIAN "BIG BASS" GARDNER AT
BERNIE GRUNDMAN MASTERING
DIGITAL EDITING: BRIAN "BIG BASS" GARDNER

LINKIN PARK IS:
CHESTER BENNINGTON: VOCALS
ROB BOURDON: DRUMS
BRAD DELSON: GUITARS
JOSEPH HAHN: RECORDS, SAMPLING
PHOENIX: BASS
MIKE SHINODA: EMCEE, VOCALS, SAMPLING

BACKING VOCALS BY: ROB BOURDON, BRAD DELSON, JOSEPH HAHN, AND PHOENIX
STRINGS ON "BREAKING THE HABIT" AND "FAINT" ARRANGED BY MIKE SHINODA AND DAVE CAMPBELL. .
VIOLINS: JOEL DEROUIN, CHARLIE BISHARAT, ALYSSA PARK, SARA PARKINS, MICHELLE RICHARDS, MARK ROBERTSON
VIOLAS: EVAN WILSON, BOB BECKER
CELLI: LARRY CORBETT, DAN SMITH
SHAKUHACHI FLUTE ON "NOBODYS LISTENING": DAVID ZASLOFF

ALL SONGS WRITTEN BY LINKIN PARK
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CREATIVE DIRECTION: MIKE SHINODA & THE FLEM
ART DIRECTION & DESIGN: THE FLEM
INSTALLATION ARTISTS: DELTA, MIKE SHINODA, JOSEPH HAHN & THE FLEM
PHOTOGRAPHY: JAMES R. MINCHIN III
SPRAY PAINT CAN CLOSE-UP PHOTOS: NICK SPANOS

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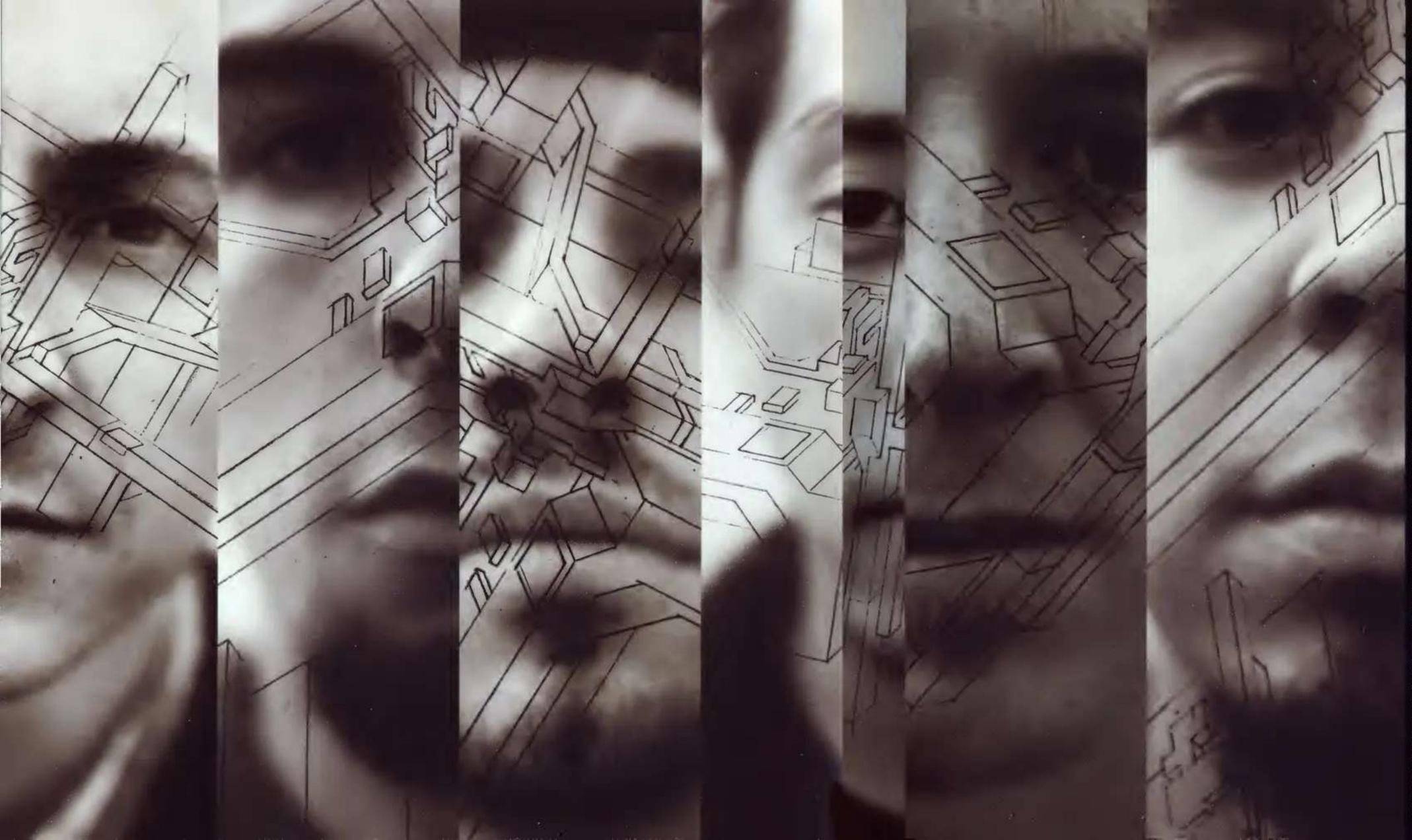
LPUNDERGROUND.COM



BRAD THANKS: THANK YOU TO ALL THE EXCEPTIONAL, WONDERFUL, CARING PEOPLE IN MY LIFE WHO HAVE SUPPORTED ME IN MY CREATIVE AND PERSONAL ENDEAVORS. I'M LUCKY TO HAVE YOU. THANK YOU TO ALL THE FANS WHO CONTINUE TO INSPIRE AND ENABLE US TO PURSUE OUR DREAM. THANK YOU TO EVERYONE WHO WORKS TO MAKE THE WORLD A BETTER PLACE. PEACE, BBB.

CHESTER THANKS: I'D LIKE TO THANK MY WIFE SAMANTHA FOR HAVING OUR BABY AND PUTTING UP WITH ME. AND MOST OF ALL I'D LIKE TO THANK OUR FANS FOR SUPPORTING US AND BEING THE BEST FANS IN THE WORLD.

PHOENIX THANKS: GOD, LINSEY (YOUR LOVE AND SUPPORT MAKES THIS ALL POSSIBLE FOR ME), MY MOM, DAD, VICKY, TYLER, MY BIGGEST FAN JOE, ANNE, BEAUFORD, COPA, AND THE WHOLE FARRELL AND BRAEUNIG FAMILIES. TO BOTH MY LA AND OC CREWS... THANK YOU FOR YOUR FRIENDSHIP. AND OF COURSE BIG LOVE TO MY BROTHERS, CHAZ, BBB, SHINNIZLE, BOURDIE, MR. HAHN AND THE WHOLE LP CREW...

JOE THANKS: I WOULD LIKE TO THANK GOD FOR GIVING ME ANOTHER OPPORTUNITY TO SHARE OUR MUSIC WITH PEOPLE. THANKS TO MY FAMILY & FRIENDS FOR ALL THE LOVE AND SUPPORT. THANK YOU TO ALL MY BANDMATES FOR BEING SO HARDWORKING AND TALENTED. WE DID IT. RESPECT TO ALL WHO STRUGGLE TO BE CREATIVE - YOU MAKE THE WORLD A BETTER PLACE. THANKS TO MATT CALTABIANO & FAMILY, JOBY BARNHARDT, JANET & REAGAN @ VILLAINS, PATRICK TATOPOLOUS, MARIO MARES, XOEIC, DJ ROCKY ROCK, POETNAMELIFE, ZORAN MILLER, RAFFI @ ECKO, ANDREW ORLOFF, RYAN THOMPSON AND JEREMY REED

MIKE THANKS: ANNA, MOM, DAD, AND JAY FOR BEING MY FOUNDATION; MY FAVORITE PAINTER IN THE WORLD, COREY SANDELIUS; MY GRANDMOTHER LYDIA; ALL THE SHINODA AND LOVEJOY FAMILIES; MARK WAKEFIELD, 007; SOFIE; FERG; CAROLYN; MORGAN AND 3-TOE, THE STREET TEAM, THE UNDERGROUND, AND ALL OUR FANS. TO EVERYONE: SUPPORT LOVE AND PEACE, BE ACTIVE IN BREAKING DOWN DIVISIONS AND STEREOTYPES, AND HELP THOSE WHO ARE IN NEED. THANKS FOR YOUR SUPPORT.

ROB THANKS: I WOULD LIKE TO THANK MY FAMILY AND FRIENDS FOR ALL OF THEIR LOVE, AND SUPPORT. I'M GRATEFUL TO HAVE ALL OF YOU IN MY LIFE. (YOU KNOW WHO YOU ARE.) A SPECIAL THANKS TO PATTY, GREG, DR. D, NESS, BEN, ALLEN AGLER, MIKE, THE BULL, STEFANO (BEE-PA), AND TO ALL OF THE FANS, STREET TEAM AND LINKIN PARK UNDERGROUND.